

# Rockcliff Announces \$1.5 Million Non-Brokered Private Placement, Proposed Share Consolidation, Change of Name and Appointment of New Directors

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Toronto, Ontario (FSCwire) - [Rockcliff Metals Corp.](#) (‘Rockcliff’ or the ‘Company’) (TSX.V: RCLF) (FRANKFURT: RO0, WKN: A2H60G) is pleased to announce that it intends to complete a 5 to 1 consolidation of its outstanding capital (the ‘Consolidation’) and a \$1.5 million non-brokered private placement (the ‘Financing’) of 6 million post-Consolidation working capital units (‘WC Units’). The Company also intends to change its name to ‘Manitoba Metals Corporation’ (the ‘Name Change’) with a new trading symbol of ‘MAN’ and appoint two new directors to its Board.

## Consolidation

Further to the approval by the Company’s shareholders obtained on October 19, 2017, the Company will complete the Consolidation of its issued and outstanding common shares on the basis of one (1) post-Consolidation common share for every five (5) pre-consolidation common shares resulting in a total of approximately 32,141,457 post-Consolidation common shares issued and outstanding following the Consolidation and prior to completion of the Financing. No fractional common shares will be issued as a result of the Consolidation. All fractions of post-Consolidation common shares will be rounded to the next lowest whole number and such fractional common shares will be cancelled. Following the completion of the Financing, outstanding capital will be approximately 38,141,457 post-Consolidation common shares.

## Financing and Name Change

After giving effect to the Consolidation, the Financing will comprise a WC Unit priced at \$0.25 and consisting of one (1) common share and one common share purchase warrant (a ‘WC Warrant’). Each WC Warrant entitles the holder to purchase one (1) common share (a ‘WC Warrant Share’) at a price of \$0.35 per WC Warrant Share until two (2) years from the closing of the Financing. Eligible finders may receive a cash fee of up to 7% of the value of WC Units sold and broker warrants of up to 7% of the number of WC Units sold. Each broker warrant entitles the holder to acquire one common share of the Company at \$0.25 for a period of two years from the closing of the Financing. The Company will issue 6,000,000 common shares and 6,000,000 WC Warrants in respect of the Financing. All securities issued pursuant to the Financing will be subject to a four month hold period.

The net proceeds from the Financing will be used to fund exploration of the Company’s Manitoba properties and for general working capital purposes. The Company’s Manitoba properties in the Snow Lake mining camp include some of the highest grade undeveloped base metal (copper and zinc) deposits. Exploration activities will include geological, airborne and surface geophysical and diamond drilling programs in respect of the Company’s base metal deposits.

The Financing is anticipated to close by February 14, 2018. Completion of the Consolidation and Name Change is conditional upon the funds from the Financing being in place immediately prior to effecting the Consolidation and Name Change after which the Financing will close.

The Company will issue a press release immediately prior to the closing of the Financing, setting out the new CUSIP number and trading symbol and the timing for the commencement of trading under the new name and symbol on the TSX Venture Exchange (‘TSXV’).

Upon completion of the Financing, the Company intends to appoint Matthew Hornor and Robert Leckie to the Board of Directors. Donald Christie and William R Johnstone will be resigning as directors upon the appointment of Messrs. Hornor and Leckie. Mr. Johnstone will remain the Corporate Secretary of the Company.

Rockcliff's President & CEO, Ken Lapierre, stated: "With completion of the Financing, a new name and new Board members, we are making serious and Company changing steps that are timely and exciting. Our name change reflects our commitment to our Manitoba operations. With the ongoing trend of increasing metal demand and decreasing metal supply, Manitoba Metals Corporation will be in a position to take advantage of improving market conditions. I believe 2018 will be a breakthrough year for the Company and we look forward to exploration successes and resource growth from our high-grade assets in Manitoba."

#### New Directors

Mr. Matthew Hornor is an executive leader with a proven track record in the legal, financial and business development arenas. He has extensive expertise in raising capital having worked with the Ivanhoe group of companies for over ten years. Mr. Hornor presently serves as President & CEO of Maple Gold Mines (TSX.V: MGM), a junior gold exploration and development Company which is advancing the Douay Gold Project in Quebec, Canada. Mr. Hornor recently served as the VP and Executive VP for [Ivanhoe Mines Ltd.](#) for ten years. He negotiated and completed project financings during his time with [Ivanhoe Mines Ltd.](#) with international banking syndicates, structured strategic alliances and directly negotiated equity capital raises totalling more than CDN\$450M. Mr. Hornor also acted as Managing Director for Ivanhoe Capital Corporation for ten years and was Chairman for Ivanplats Holding SARL (owner of the Platreef project) for over four years. While serving a four-year term as CEO of [Kaizen Discovery Inc.](#), Mr. Hornor successfully structured multiple resource project acquisitions, equity financings and delivered a collaboration agreement with Itochu Corporation, a prominent Japanese trading and investment house. Fluent in Japanese, Mr. Hornor maintains a strong relationship in Japan with top management at major corporations, mining companies, investment firms and trading houses.

Mr. Robert Leckie currently serves as a Vice-President of Dundee Resources Ltd., where he is responsible for identifying and developing investment opportunities. Mr. Leckie is a graduate of Dalhousie University in Halifax, Nova Scotia. Previously Mr. Leckie has worked in corporate finance at a Toronto boutique, served as a Managing Director of Dundee Acquisition Ltd., and has sat on the board of various public and private companies including [Reunion Gold Corp.](#), AGM Ghana, True North Nickel Inc., and Focused Capital II Corp. Additionally, he is currently acting CEO of AgriMarine Holdings Inc."

The Board would like to thank Mr. Johnstone and Mr. Christie who have been instrumental in laying the building blocks for the Company's growing resources in Manitoba and have been very supportive of this new and exciting direction the Company is now taking.

Rockcliff's President & CEO, Ken Lapierre, stated: "The addition of Mr. Hornor and Mr. Leckie is an exciting new step in the evolution of the Company. Matthew and Rob will give us a distinct advantage in the equity markets to not only disseminate the Company's story to a broader, global retail and institutional audience but will also allow us access to a larger financial network for additional equity capital raises. To have the opportunity to access greater funds to explore our numerous high-grade properties at the same time, the value creation would be exponential and the additional exploration results obtained could be phenomenal."

The Consolidation, the Financing, the Name Change and the appointment of two new directors are subject to the approval of TSXV.

#### About Manitoba Metals Corporation

The Company is a Canadian resource exploration company focused on the discovery, advancement and consolidation of a portfolio of the highest grade, undeveloped metal deposits in the prolific Flin Flon & Snow Lake greenstone belt located in central Manitoba. The Company's current portfolio of projects, totalling in excess of 45,000 hectares, is located in and around the Snow Lake mining camp and hosts some of the highest grade undeveloped NI 43-101 compliant copper deposits (the gold-rich Talbot copper deposit

and the Rail copper deposit), and some of the highest grade undeveloped historical zinc deposits (the Lon zinc deposit, the Bur zinc deposit, the Morgan zinc deposit and the down dip continuation of the Pen zinc deposit). The Company's properties also include five gold-rich properties, a Net Smelter Royalty on the Tower property (the T-1 copper deposit) and the optioned near surface high grade MacBride zinc deposit located north of Snow Lake near Leaf Rapids, Manitoba.

For further information, please contact:

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